



RECORDATION NO. 20850 FILED

SEP 4 '97

9-44 AM

DJJ Transportation Services, Inc.

*a subsidiary of*

The David J. Joseph Company

August 21, 1997

SEP 4 9 44 AM '97

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

Mr. Vernon Williams  
Recordations Unit  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20423-0001

Dear Mr. Williams:

Enclosed is an original and one copy of the Memorandum of Railroad Equipment Lease Agreement dated as of June 5, 1997 between the following parties:

Lessee: United States Gypsum Company  
125 S. Franklin Street  
Chicago, IL 60606-4678  
Attention: Robert W. Brown

Lessor: DJJ Transportation Services, Inc.  
300 Pike Street  
Cincinnati, OH 45202  
Attention: Vice President

Please see Exhibit A attached hereto for the equipment involved in this transaction.

Please file this agreement as a primary document. The amount of \$24.00 is included in the enclosed check.

Sincerely,

THE DAVID J. JOSEPH COMPANY

Julie M. Woodard  
Documentation Assistant

Enclosures

**CERTIFICATE**

The undersigned, Dianna L. Tobler notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.

Dianna L. Tobler  
Notary Public

DIANNA L. TOBLER  
Notary Public, State of Ohio  
My Commission Expires June 7, 1999

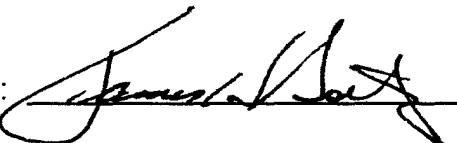
SEP 4 '97

9-44 AM

**MEMORANDUM OF  
RAILROAD EQUIPMENT LEASE AGREEMENT**

This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE** ("Memorandum of Lease") entered into this 5<sup>th</sup> day of June, 1997, is intended to evidence the lease dated as of June 5, 1997 (the "Lease"), between **DJJ TRANSPORTATION SERVICES, INC.**, a Delaware corporation ("Lessor"), and **UNITED STATES GYPSUM COMPANY**, a Delaware corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the fourteen (14) described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

**IN WITNESS WHEREOF**, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

**DJJ TRANSPORTATION SERVICES, INC.****UNITED STATES GYPSUM COMPANY**By: Name: James H. GoetzTitle: Vice PresidentDate: June 5, 1997By: Name: Alex J. PavinTitle: Director, Global LogisticsDate: 6/24/97

STATE OF OHIO )  
 )  
COUNTY OF HAMILTON ) SS:

The foregoing instrument was acknowledged before me this 5<sup>th</sup> day of June, 1997,  
by James H. Goetz, the Vice President of DJJ Transportation Services, Inc., a Delaware  
corporation, on behalf of the corporation.

Dianna L. Tobler  
Notary Public

My Commission expires:

June 7, 1999

DIANNA L. TOBLER  
Notary Public, State of Ohio  
My Commission Expires June 7, 1999

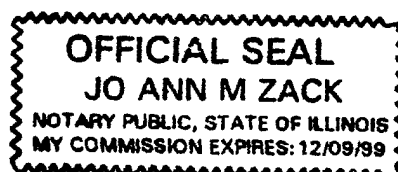
STATE OF ILLINOIS )  
 )  
COUNTY OF COOK ) SS:

The foregoing instrument was acknowledged before me this 24<sup>th</sup> day of June,  
1997, by Alvin J. Parin, the Gen. Mgr. & Pres. of United States  
Gypsum Company, a Delaware corporation, on behalf of the corporation.

Jo Ann M. Zack  
Notary Public

My Commission expires:

12-9-99



## **EXHIBIT A**

To the Memorandum of Lease dated June 5, 1997, between DJJ Transportation Services, Inc. and United States Gypsum Company.

### **DESCRIPTION OF UNITS**

Fourteen (14) railcars bearing reporting marks as follows:

|          |           |
|----------|-----------|
| DJJX 309 | DJJX 570  |
| DJJX 339 | DJJX 7200 |
| DJJX 349 | DJJX 7204 |
| DJJX 404 | DJJX 7208 |
| DJJX 422 | DJJX 7219 |
| DJJX 502 | DJJX 7224 |
| DJJX 533 | DJJX 7226 |